

DEC 14 '99 4:36 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 14, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Security Interest, dated as of December 15, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, as supplemented by Supplement No. 1, previously filed with the Board under Recordation Number 21875.

The name and address of the party to the enclosed document are:

Secured Party: Kreditanstalt fur Wiederaufbau
Palmengartenstrasse 5-9
60325 Frankfurt am Main
Germany

A description of the railroad equipment covered by the enclosed document is:

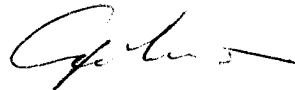
eighteen (18) locomotives within the series
~~BNSF~~ 8302 through ~~BNSF~~ 8251 ~~MB~~
UP UP

Mr. Vernon A. Williams
December 14, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

DEC 14 '99 4-36 PM

**RELEASE OF SECURITY INTEREST
(UPRR 1998-G1)****SURFACE TRANSPORTATION BOARD**

THIS RELEASE OF SECURITY INTEREST dated as of December 15, 1999 is made and entered into by the undersigned, KREDITANSTALT FÜR WIEDERAUFBAU (the "Agent").

WITNESSETH:

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Agent hereby terminates, releases and discharges its security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

Such security interest was granted pursuant to that certain Mortgage and Security Agreement (UPRR 1998-G1), dated December 15, 1998 (the "*Mortgage*"), by Union Pacific Railroad Company, as Borrower, in favor of the Agent, a Memorandum of which was duly recorded with the Surface Transportation Board on December 15, 1998 at 10:45 a.m. under Recordation Number 21875 and the related Memorandum of Mortgage Supplement No. 1 (UPRR 1998-G1), which was duly recorded with the Surface Transportation Board on December 15, 1998 at 10:45 a.m. under Recordation Number 21875-A, as amended and supplemented by Mortgage Amendment and Supplement No. 1 (UPRR 1998-G1), dated September 15, 1999, a Memorandum of which was duly recorded with the Surface Transportation Board on September 15, 1999 at 12:45 p.m. under Recordation Number 21875-B. Capitalized terms used herein without definition have the meanings assigned to them in the Mortgage.

Except for the release of the locomotives expressly identified on Exhibit A attached hereto, the Mortgage is ratified and confirmed and remains in full force and effect.

* * *

Dated this 10th day of December, 1999.

KREDITANSTALT FÜR WIEDERAUFBAU

By: [Signature]
Name: Christiane Laibach
Title: Vice President

By: [Signature]
Name: Kasparite Peters
Title: Senior Project Manager

State of New York)
) ss
County of New York)

On this 10th day of December, 1999, before me personally appeared Christiane Laibach and Margarete Peters, to me personally known, who being by me duly sworn, say that they are Vice President and Senior Project Manager, respectively, of KREDITANSTALT FÜR WIEDERAUFBAU, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


NOTARY PUBLIC

YASUKO NOGUCHI
Notary Public, State of New York
No. 24-4758935
Qualified in Kings County
Certificate Filed in New York County
Commission Expires October 11, 1999

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation Diesel Electric Locomotives	18	8302-8308 8502 8512-8521